

a*99/1953
a*206/1955
a*21/1965
a*29/1967
a*154/1992
a*113/1994

AN ACT to amend Chapter 99 of the Private Acts of 1953; as amended by Chapter 206 of the Private Acts of 1955; Chapter 21 of the Private Acts of 1965; Chapter 29 of the Private Acts of 1967; Chapter 154 of the Private Acts of 1992 and Chapter 113 of the Private Acts of 1994; and any other acts amendatory thereto, relative to the City of Clarksville and Montgomery County Memorial General Hospital District.

BE IT ENACTED BY THE GENERAL ASSEMBLY OF THE STATE OF TENNESSEE:

SECTION 1. Section 3 of Chapter 99 of the Private Acts of 1953, renumbered as Section 2 pursuant to Chapter 154 of the Private Acts of 1992, and as amended by Chapter 113 of the Private Acts of 1994, is further amended by deleting it in its entirety and by substituting instead the following language:

SECTION 2. BE IT FURTHER ENACTED, That the said Hospital District shall be operated and controlled by a Board of Trustees of not less than five (5) nor more than sixteen (16) in number, as from time to time set by the Board, all of such members shall be citizens of Montgomery County, Tennessee, who shall serve without compensation and who shall be elected in the manner and for the terms hereinafter provided.

SECTION 2. Section 7 of Chapter 99 of the Private Acts of 1953, renumbered as Section 6 pursuant to Chapter 154 of the Private Acts of 1992, as amended by Chapter 113 of the Private Acts of 1994, is further amended by deleting it in its entirety and by substituting instead the following language:

SECTION 6. BE IT FURTHER RESOLVED, That the Board of Trustees shall elect from their members an Executive Committee, the number to be determined by the said Board, whose Chairman shall be Chairman of the Board of Trustees and the Secretary shall be the Secretary of the Board of Trustees, together with such other members of the Board of Trustees as may be required to comprise the total number of members of the Executive Committee as authorized. That the Executive Committee shall be responsible to the Board of Trustees for the operation, management, and control of the business affairs of the Hospital District herein created. That the Board of Trustees shall have the right to change or replace any members of the Executive Committee at any time it deems necessary. The Executive Committee shall keep for the Board of Trustees complete and permanent records and minutes of all meeting and transactions by the Committee.

SECTION 3. Section 9 of Chapter 99 of the Private Acts of 1953, as amended by Chapter 206 of the Private Acts of 1955, and Chapter 154 of the Private Acts of 1992, renumbered as Section 8 pursuant to Chapter 154 of the Private Acts of 1992, and as amended by Chapter 113 of the Private Acts of 1994, is further amended by deleting it in its entirety and by substituting instead the following language:

SECTION 8. The Board of Trustees shall be vested with full, absolute and complete authority and responsibility for the operation, management, conduct and control of the business and affairs of the Hospital District herein created.

(a) The Board of Trustees shall have all powers necessary or convenient to carry out the purposes of this Private Act, including the following powers, which are in addition to those powers granted elsewhere herein:

(1) To investigate hospital, medical, and health conditions and to implement the means of improving those conditions;

(2) To determine where inadequate hospital and medical facilities exist and to take such action as may be reasonably required to alleviate such inadequacies;

(3) To accept donations or money, personal property, or real estate for the benefit of the Board of Trustees and to take title to the same from any person, firm, corporation or society;

(4) To acquire by purchase, gift, devise, lease, or otherwise any existing hospital facilities;

(5) To purchase, lease, obtain options upon, or otherwise acquire any real or personal property or any interest therein from any person, firm, corporation, city, county, or government;

(6) To sell, exchange, transfer, assign, or pledge any real or personal property or any interest therein, other than that referenced in paragraph 34, to any person, firm, corporation, city, county or government;

(7) To own, hold, clear and improve real and personal property of all types and kinds;

(8) To borrow money upon its bonds, notes, debentures, or evidences of indebtedness, whether secured or unsecured, and to pledge personalty and real property when required for such security;

(9) To appoint a Chief Executive Officer of a hospital facility and necessary assistants, and all other employees necessary or advisable, to fix their compensation, to adopt necessary rules governing their employment, and to remove employees;

(10) To delegate to its agents or employees any powers or duties as it may deem appropriate;

(11) To employ its own counsel and legal staff;

(12) To adopt, amend and repeal bylaws for the conduct of its business;

(13) To enter into contracts for necessary supplies, equipment, or services for the operation of its business;

(14) To appoint committees or subcommittees as it shall deem advisable, to fix their duties and responsibilities, and to do all things necessary in connection with the construction, repair, reconstruction, management, supervision, control and operation of the Board of Trustees' business;

(15) To establish procedures for health care providers to secure the privilege of practicing within any hospital operated by the Board of Trustees;

(16) To establish reasonable rules governing the conduct of health care providers while on duty in any hospital operated by the Board of Trustees;

(17) To provide for the construction, reconstruction, improvement, alteration or repair of any hospital facility, or any part of a facility;

(18) To enter into contracts or other arrangements with any municipality, other public agency of this or any other State or of the United States, or with any individual, private organization, or nonprofit association for the provision or coordination of hospital, clinical, medical or similar health-related services;

(19) Subject to subsection (b) below, to lease any hospital facilities to or from any municipality, other public agency of this or any other state or of the United States, or to any individual, corporation, or association upon any terms and subject to any conditions as may carry out the purposes of this Private Act. Subject to subsection (b) below, the Board of Trustees may provide for the lessee to use, operate, manage and control the hospital facilities, and to exercise designated powers, in the same manner as the Board of Trustees itself might do;

(20) To act as an agent for the federal, State or local government in connection with the acquisition, construction, operation or management of a hospital facility, or any part thereof;

(21) To arrange with the State, its subdivisions and agencies, and any county or city, to the extent it is within the scope of their respective functions,

(A) To cause the services customarily provided by each to be rendered for the benefit of the District,

(B) To furnish, plan, replan, install, open or close streets, roads, alleys, sidewalks or similar facilities and to acquire property, options or property rights for the furnishing of property or services for a hospital facility, and

(C) To provide and maintain parks and sewage, water and other facilities for hospital facilities and to lease and rent any of the dwellings or other accommodations or any of the lands, buildings, structures or facilities embraced in any hospital facility and to establish and revise the rents and charges;

(22) To insure the property or the operations of the District against risks as the Board of Trustees may deem advisable;

(23) To invest any funds held in reserves or sinking funds, or any funds not required for immediate disbursement, in property or securities in which trustees, guardians, executors, administrators, and others acting in a fiduciary capacity may legally invest funds under this control;

(24) To sue;

(25) To have a seal and to alter it at pleasure;

(26) To have a perpetual succession;

(27) To make and execute contracts and other instruments necessary or convenient to the exercise of the powers of the Board of Trustees and to create not-for-profit or for-profit affiliates and subsidiaries by and through which the purposes of this Private Act may be furthered;

(28) To plan and operate for the benefit of all classes of patients hospital and health and medical care-related facilities, programs and services of all types, including, but not limited to, laboratories, clinics, diagnostic and treatment centers, nursing homes, rehabilitation centers, extended care and retirement facilities, ambulatory surgery centers and home health agencies, whether on an in-patient or ambulatory care basis, either within or without the District's boundaries;

(29) To provide teaching and instruction programs and schools for medical students, interns, physicians, nurses, technicians and other health care professionals;

(30) To provide and maintain continuous resident physician and intern medical services;

(31) To adopt, amend and repeal rules and regulations governing the admission of patients and the care, conduct, and treatment of patients;

(32) To establish a fee schedule for services received from hospital facilities and make the services available regardless of ability to pay,

(33) To enter into contracts and agreements with physicians, insurers, and other health care providers and financing sources in order to operate and maintain integrated delivery systems of care, including to employ physicians and purchase physicians' practices to the full extent permitted by T.C.A. 8-11-205(b) or any comparable legislation; and

(34) To sell the real estate and the hospital or health care facility located thereon, which real estate is generally described as situated in the City of Clarksville, Montgomery County, Tennessee bounded on the south by Madison Street (U.S. Hwy. 41-A), on the east by Memorial Drive, on the north and west by Haynes Street and being that which was conveyed to the District by deed of

record in Deed Book 115, Page 48, in the Register's Office of Montgomery County, Tennessee, pursuant to subsection (c) below.

The Board of Trustees may exercise any or all other powers conferred upon it by this Private Act, either generally or with respect to any specific hospital or health care facility or facilities, programs or services, through or by designated agents, including any corporation or corporations which are or shall be formed under the laws of this State, and the Board of Trustees shall have and may exercise all of the powers of board of directors of not-for-profit hospitals licensed under the Hospital Licensing Act and the Tennessee Not for Profit Corporation Act.

(b) The Board of Trustees, subject to the provisions of subparagraph (1) below, may lease any hospital facility or part thereof to any corporation, foreign or domestic, authorized to do business in Tennessee, on terms and conditions consistent with the purposes of this Private Act. In the event such lease is to a not-for-profit corporation, the Board of Trustees shall determine the rent to be paid pursuant thereto, which shall be an amount deemed appropriate by the Board of Trustees. Any of the remaining assets which are not the subject of such lease may be conveyed and transferred to the not-for-profit corporation-lessee, provided that such lessee agrees to discharge or assume such debts, liabilities and obligations of the District as determined to be appropriate by the Board of Trustees. In the event that such lease is to a for-profit lessee, the Board of Trustees shall charge fair market rental to the lessee in consideration for its assumption of operation of the facility.

(1) The approval, in the sole discretion, of the City Council of the City of Clarksville and the County Commission of the County of Montgomery, or on the event of consolidated government, the legislative body of such entity, of any lessee, sub-lessee, or assignee shall be a condition precedent to any lease executed by the Board of Trustees pursuant to the authority of paragraph (b)

above, other than a lease or leases of office facilities to physicians and or a lease or leases to a subsidiary of the District.

(c) The Board of Trustees may sell by negotiated contract, at public auction or by sealed bid the hospital or health care facility referenced in paragraph 34 if the Board of Trustees by resolution duly adopted by at least two-thirds (2/3) of the members of the Board then holding office has determined the same to be no longer necessary and useful to or for the best interest of the District, and provided further that the terms, conditions and provisions of any such sale of such real estate and/or hospital health care facility situated thereon be first approved by a majority vote of the City Council of the City of Clarksville and a majority vote of the County Commissioners of the County of Montgomery, State of Tennessee, or in the event of consolidated government, by a majority vote of the legislative body of such entity.

The resolution authorizing the sale of such hospital, health care facility, and/or realty shall include the full legal description of such real estate, its present use and a statement that such hospital, health care facility and real estate is no longer necessary or useful to or for the best interest of the District, the terms, and conditions of the sale, whether the sale is to be negotiated, at public auction or by sealed bid and if by public auction or sealed bid the date, time and place such is to be sold at auction or such sealed bids be opened and a statement whether or not the approval of the City Council of the City of Clarksville and the County Commission of the County of Montgomery (or the legislative body of any consolidated government) has been obtained, and if not so obtained, when same will be requested. The chairman and secretary of the Board of Trustees shall execute all documents pursuant to the foregoing authority.

SECTION 4. Nothing in this act shall be construed as having the effect of removing any incumbent from office or abridging the term of any official prior to the end of the term for which such official was elected.

SECTION 5. This act shall have no effect unless it is approved by a two-thirds (2/3) vote of the County Commission of Montgomery County and the City Council of the City of Clarksville. Its approval or nonapproval shall be proclaimed by the presiding officer of the County Commission of Montgomery County and the City Council of the City of Clarksville and certified to the secretary of state.

SECTION 6. For the purpose of approving or rejecting the provisions of this act, it shall be effective upon becoming a law, the public welfare requiring it. For all other purposes, it shall become effective upon being approved as provided in Section 5.

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